

RECORDATION NO 30641 FILED  
February 12, 2013 02:05 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

February 12, 2013

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of November 13, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement being filed with the Board under Recordation Number 30641.

The names and addresses of the parties to the enclosed document are:

Lessor:                   Infinity Rail II, LLC  
                                  1355 Peachtree Street  
                                  Suite 750 - South Tower  
                                  Atlanta, GA 30309

Lessee:                    New Haven-National Rail Terminal and  
                                  Transportation Co.  
                                  80 Middletown Avenue  
                                  New Haven, CT 06513

Chief  
Section of Administration  
February 12, 2013  
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A description of the railroad equipment covered by the enclosed document is:

95 gondola railcars within the series NHRX 750 – NHRX 1505 as more particularly set forth in the attachment to the document.

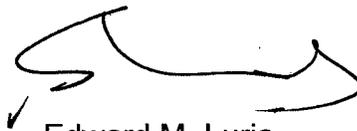
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

Memorandum of Lease

1. Infinity Rail II, LLC, a Georgia limited liability company, as lessor, is leasing to New Haven-National Rail Terminal and Transportation Co., LLC, a Connecticut limited liability company, as lessee, the railroad cars described on the schedule attached hereto pursuant to the lease agreement described on the schedule attached hereto. The terms and provisions of the lease are more particularly set forth in the lease agreement.

2. The addresses of the parties to the lease are as follows:

(Lessor)  
Infinity Rail II, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, Georgia 30309  
Attention: President

(Lessee)  
New Haven-National Rail Terminal and Transportation Co.  
80 Middletown Avenue  
New Haven, Connecticut 06513

3. The parties intend the lease and the transactions contemplated thereby to create a true lease. If it should nonetheless be determined that the transaction is a sale or a financing other than a lease, then Lessee shall be deemed to have granted to Lessor a security interest in the Cars (to secure the full payment and performance of all of Lessee's obligations under the lease, now or hereafter existing or arising), and Lessor shall be entitled to all rights and remedies of a secured party under all applicable laws.

Executed as of Nov. 13, 2012.

INFINITY RAIL II, LLC  
By Infinity Asset Management, LLC as Manager

By: [Signature]  
Jeffrey E. Edelman, President

NEW HAVEN-NATIONAL RAIL TERMINAL  
AND TRANSPORTATION CO., LLC

By: [Signature]  
Name: Andrew Anastasio  
Title: Mgr

On November 13, 2012, before me personally appeared Jeffrey E. Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, the Manager of Infinity Rail II, LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

[Signature]  
Notary Public  
My commission expires

[NOTARIAL SEAL]



On 11/13/12, 2012, before me personally appeared Andrew Anastasio, to me personally known, who being by me duly sworn says that he is Manager of New Haven-National Rail Terminal and Transportation Co., LLC, and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said entity.

[Signature]  
Notary Public Tamara Weighers-Simpson  
My commission expires: 12/31/15

[NOTARIAL SEAL]

**Schedule  
to Memorandum of Lease**

**Description of Cars and Lease**

**Cars:** Ninety five (95) 100-ton gondola railcars; specifically, twelve (12) that are Ormer and Thrall built and eighty three (83) that are ACF and Berwick built, having the reporting marks and road numbers listed below:

12 Ormer and Thrall built cars:

Reporting mark: NHRX

Road numbers:

Count	Num
1	1332
2	1168
3	1171
4	1194
5	1199
6	1210
7	1323
8	1376
9	1396
10	1412
11	1478
12	1505

83 ACF and Berwick built cars:

Reporting mark: NHRX

Road numbers:

Count	Num	Count	Num	Count	Num	Count	Num
1	750	22	713	43	814	64	871
2	782	23	718	44	818	65	875
3	788	24	721	45	820	66	878
4	790	25	726	46	822	67	880
5	797	26	735	47	823	68	885
6	882	27	743	48	827	69	886
7	905	28	747	49	830	70	887
8	794	29	759	50	832	71	891
9	991	30	761	51	833	72	892
10	680	31	772	52	835	73	907
11	683	32	779	53	843	74	912
12	686	33	784	54	844	75	915
13	687	34	786	55	845	76	916
14	690	35	795	56	848	77	922
15	693	36	798	57	850	78	923
16	695	37	799	58	856	79	928
17	698	38	800	59	858	80	933
18	701	39	804	60	863	81	965
19	706	40	807	61	865	82	969
20	709	41	808	62	867	83	1033
21	712	42	813	63	870		

**Lease:** The lease between Infinity Rail II, LLC, as lessor, and New Haven-National Rail Terminal and Transportation Co., LLC, as lessee, pursuant to Schedule No. 1 dated November 1, 2012 between Infinity Rail II, LLC as lessor and New Haven-National Rail Terminal and Transportation Co., LLC as lessee (which incorporates the provisions of the Master Lease Agreement dated November 1, 2012 between the same parties).

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/12/13

Edward M Luria  
Edward M. Luria